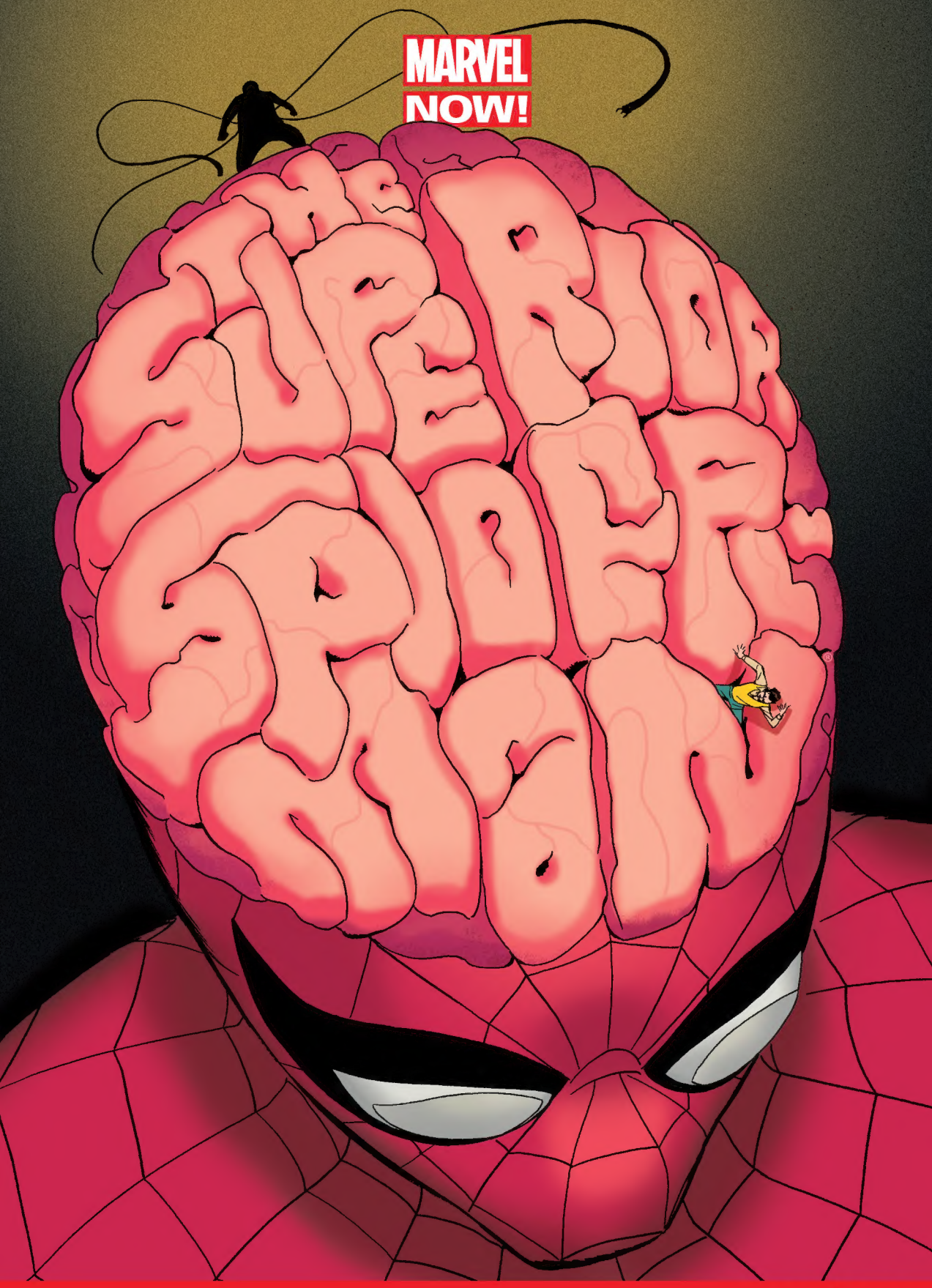

SLOTT
STEGMAN
DELGADO

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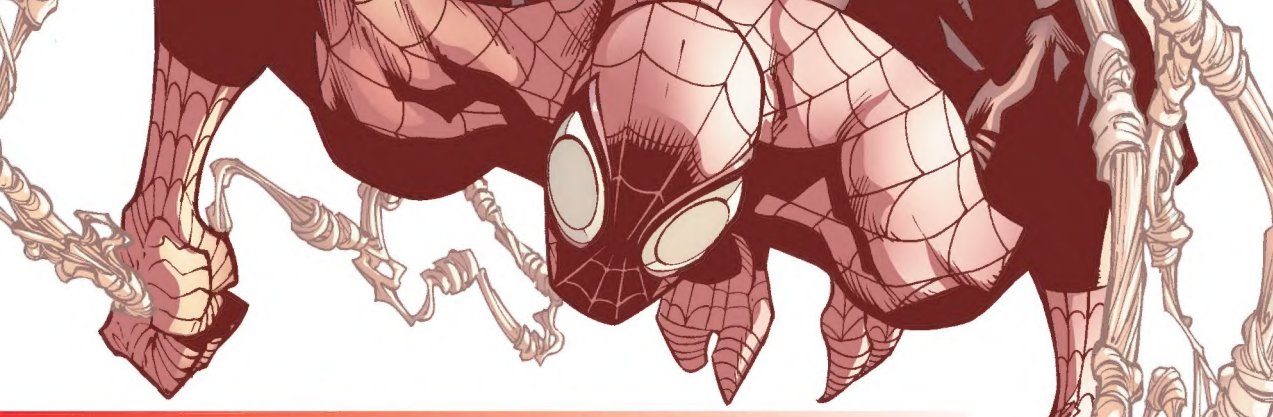
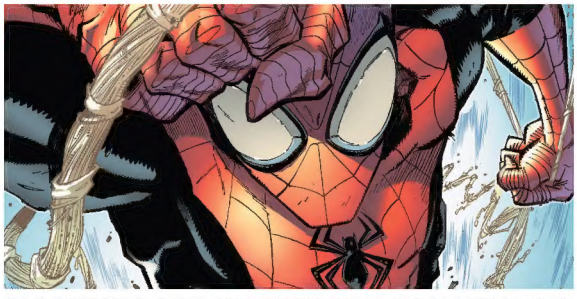
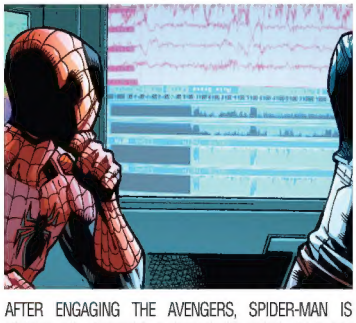


THE SUPERIOR SPIDER-MAN



OTTO OCTAVIUS IS A MAN WHO CHEATED DEATH, BUT AT A PRICE. WHEN HE EXCHANGED BODIES WITH **PETER PARKER,** HE GAINED THE AMAZING SKILLS OF SPIDER-MAN—AND ALL OF PETER'S MEMORIES. OTTO FINALLY UNDERSTANDS PETER'S MISSION OF GREAT RESPONSIBILITY.

BUT A TINY PIECE OF PETER PARKER IS STILL THERE IN THE SUPERIOR SPIDER-MAN'S BRAIN, WATCHING OTTO LIVE OUT HIS LIFE AND TRYING TO KEEP THE REFORMED VILLAIN IN CHECK.



AFTER ENGAGING THE AVENGERS, SPIDER-MAN IS FORCED TO UNDERGO A SERIES OF TESTS BY THEM THAT ULTIMATELY DO NOT REVEAL OCK'S POSSESSION OF PETER. THE AVENGERS RELEASE HIM ON PROBATION.

SPIDER-MAN RETURNS TO THE H.E.A.R.T. CLINIC TO STEAL BACK HIS NEUROLITIC SCANNER, BUT FINDS HIMSELF INSTEAD SAVING A YOUNG GIRL'S LIFE WHO HAD BEEN INJURED DURING OCK'S GLOBAL WARMING SCHEME.

OCK REVEALS TO PETER'S SUBCONSCIOUSNESS THAT HE IS NOW AWARE OF HIM AND PLANS ON ERADICATING EVERY LAST TRACE OF HIM FROM HIS MIND.

TROUBLED MIND PART TWO: GRAY MATTERS

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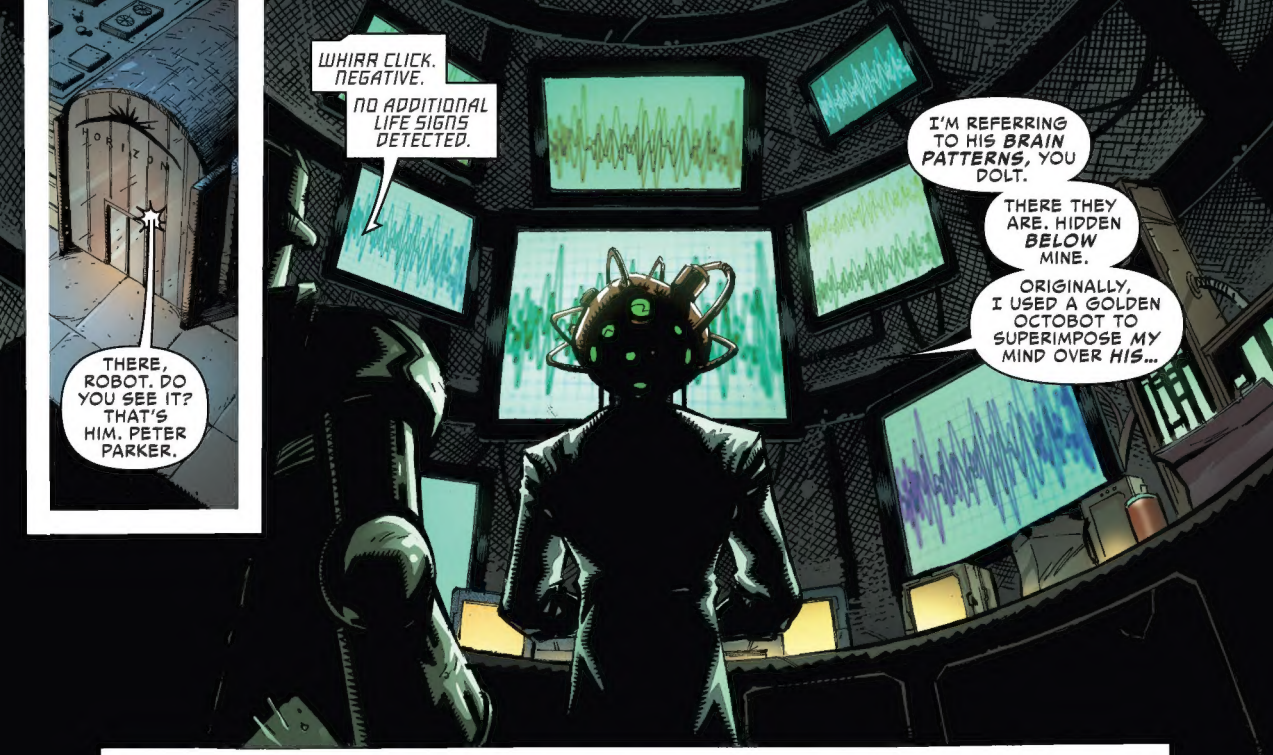
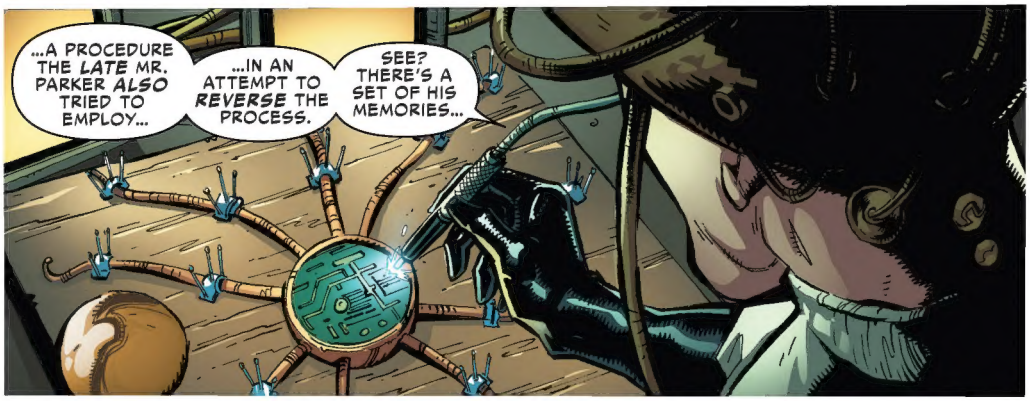

HORIZON
THERE, ROBOT. DO YOU SEE IT? THAT'S HIM. PETER PARKER.
WHIRR CLICK. NEGATIVE. NO ADDITIONAL LIFE SIGNS DETECTED.
I'M REFERRING TO HIS BRAIN PATTERNS, YOU DOLT.
THERE THEY ARE. HIDDEN BELOW MINE.
ORIGINALLY, I USED A GOLDEN OCTOBOT TO SUPERIMPOSE MY MIND OVER HIS...


...A PROCEDURE THE LATE MR. PARKER ALSO TRIED TO EMPLOY...
...IN AN ATTEMPT TO REVERSE THE PROCESS.
SEE? THERE'S A SET OF HIS MEMORIES...

...ALONG WITH EVERYTHING HE EXPERIENCED WHILE TRAPPED INSIDE MY DYING BODY.
BE A GOOD AUTOMATON AND DELETE THOSE, WOULD YOU?
WHIRR CLICK. AFFIRMATIVE, DOCTOR.

MEMORIES. IT SEEMS WE REALLY ARE THE SUM OF OUR EXPERIENCES.
I LEFT ALL OF PARKER'S INTACT SO I COULD ACCESS THEM--TO HELP ME PULL OFF THIS DOUBLE LIFE.
SOMEHOW THAT CREATED A VERSION OF HIM RUNNING AROUND INSIDE THIS HEAD.
AND THAT WON'T DO AT ALL, WILL IT? GUESS WE'LL HAVE TO DELETE THEM AS WELL.

NEUROLITIC SCANNER'S JACKED IN. WE'RE READY TO BEGIN *FULL MEMORY EXTRACTION.*
TIME TO SAY *FAREWELL*, ONCE AND FOR ALL, TO PETER PAR--
--KER!
ERKK--
THERE YOU ARE, PETER.
STILL IN THIS, EH? PUTTING UP A STRUGGLE?
WELL, WE'LL HAVE *NONE* OF THAT!
ROBOT, RESTRAIN THIS INSUBORDINATE APPENDAGE!
WHIRR CLICK. RIGHT ARM SECURED.
CAREFUL, YOU CANTANKEROUS CONTRAPTION. I'LL NEED THAT LATER...
...WHEN *BOTH* THIS BODY AND BRAIN...

...ARE UNDER MY COMPLETE CONTROL!

NEVER! I WON'T LET YOU, OCK!

THIS IS MY MIND! MY LIFE!

AND THERE IS NO WAY IN HELL I'M GIVING UP WITHOUT A--

COMMENCING MIND-WIPE!

YES! A COMPLETE PURGE OF ALL THINGS PERTAINING TO PETER BENJAMIN PARKER!

WHA?

WHAT IS THAT? I CAN FEEL...

ALL MY YEARS AT THE BUGLE...

LONGING GLANCES AT BETTY BRANT.

...CRUMBLING AWAY!

ADVICE FROM ROBBIE ROBERTSON.

ARGUING WITH JONAH OVER EVERY PAYCHECK...

NO...

NED LEEDS. JOY MERCADO. LANCE BANNON...

...BEN URICH. NORAH WINTERS. NICK--

NICK...? WHAT WAS HIS NAME? HE DIED. HAD CANCER.

WHY CAN'T I...?

...HOLD ON TO ANY OF IT?

NO!

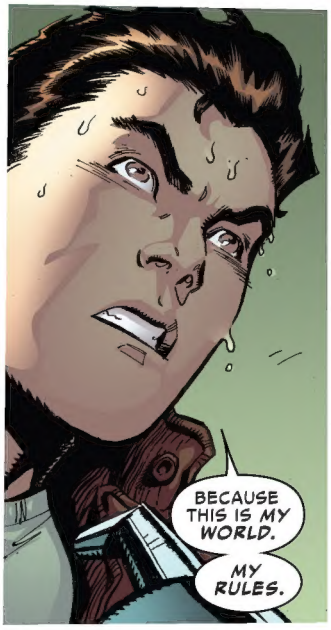
YOU HEAR ME, OCTAVIUS?! THIS'S *MINE*!

YOU ARE *NOT* TAKING THIS AWAY FROM ME!

NONE OF IT!

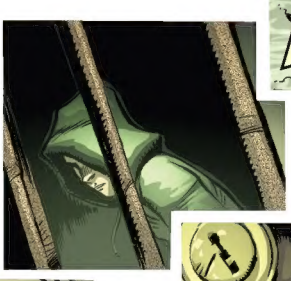
SO THAT'S HOW IT'S GOING TO BE?
I GUESS THIS WILL REQUIRE A MORE DIRECT APPROACH.
VERY WELL.
SYNCHING UP BRAIN PATTERNS.
I'M GOING...
...IN.
AH. THE PARKER MEMORY FRAGMENT.
SHOULDN'T TAKE LONG TO DISPOSE OF YOU...

...AND THEN I CAN RETURN TO MY NEW--
--AND WELL DESERVED LIFE.
THINK AGAIN, OCK!
YOU MADE A BIG MISTAKE COMING HERE!


BECAUSE THIS IS MY WORLD.
MY RULES.

EH?
NPEO 42rsh

KREEK



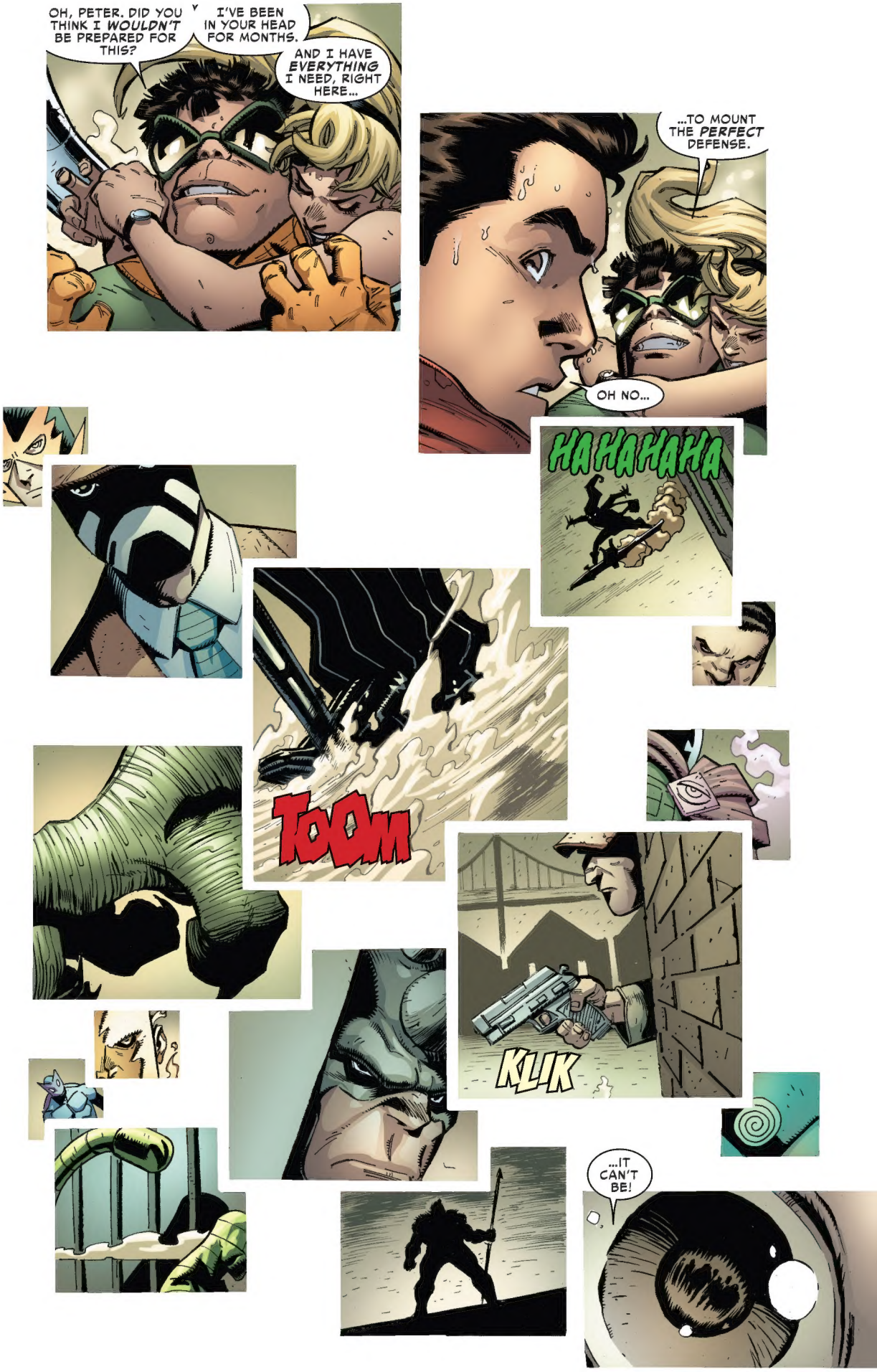
KLIK

KLAK

KLEK

WHAT--WHAT IS THE MEANING OF THIS?
I'D TELL YOU, OTTO, BUT YOU'D NEVER UNDERSTAND.
IT'S OKAY, DEAR. EVERYTHING'S GOING TO BE ALL RIGHT.
WE'RE HERE FOR YOU, SON.
ALL OF US.
IS THIS A JOKE, PARKER?
A MOTLEY ASSORTMENT OF CIVILIANS?
HEY!
IS THIS YOUR ARMY?
THEY'RE BETTER THAN ANY ARMY.
GYAH! LET GO!
THEY'RE MY FRIENDS.
MY FAMILY.
MORE THAN ANYTHING ON EARTH--THEY GIVE ME STRENGTH.
IN HERE, THEY ARE MY WORLD. AND NEXT TO THEM...

DON'T SWEAT IT, TIGER. WE GOT 'IM!
C'MON, GANG! FOR PUNY PARKER! WE CAN DO THIS!
WHAT DO YOU MEAN "WE"! WHY JUST YOU WATCH...
...I'LL MANHANDLE THIS MULTI-ARMED MENACE ALL BY MYSELF!
GET OFF!
...YOU ARE NOTHING!

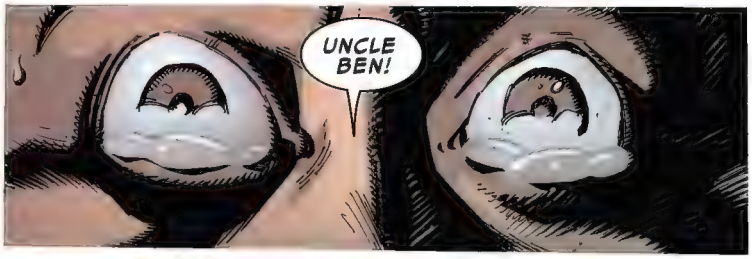

OH, PETER. DID YOU THINK I WOULDN'T BE PREPARED FOR THIS?
I'VE BEEN IN YOUR HEAD FOR MONTHS.
AND I HAVE EVERYTHING I NEED, RIGHT HERE...
...TO MOUNT THE PERFECT DEFENSE.
OH NO...
HA HA HA HA
TOOM
KLIK
...IT CAN'T BE!

HAHAHAHA
OH, THIS'S GONNA BE FUN, PARKER!
HSSSS!
YES! LET THE SHOW BEGIN!
BEHOLD, PETER. ALL YOUR FEARS AND ANXIETIES!
YOUR DOUBTS AND FAILURES! EVERY OUNCE OF DREAD AND PANIC!
ALL GIVEN FORM AND BROUGHT TO LIFE!

THAT'S RIGHT. SPARE THE BOY. KILL THE REST.
DESTROY EVERYTHING HE LOVES.
DOC! YOU CAN'T--
YOU SWORE TO ME! PROMISED YOU'D PROTECT THESE PEOPLE!

DON'T BE SO NAÏVE.
BANG
WE'RE IN YOUR MIND. THESE AREN'T PEOPLE.

THEY'RE YOUR MEMORIES OF THEM.


UNCLE BEN!

UHK--
CAPTAIN STACY!

CAPTAIN WHO?
CAPTAIN--

GEORGE? JOHN? JIM? GWEN'S DAD! WHY CAN'T I REMEMBER?!
HE WAS LIKE A FATHER TO ME!
NO! NOT HIM. THAT OTHER MAN. MY UNCLE. HE RAISED ME.
MY UNCLE B--
I KNOW I HAD AN UNCLE!
WHAT WAS HIS NAME?!
YOU MONSTER.

AHH!
STOP THIS. PLEASE.
SORRY. BUT THIS HAS TO BE.
THE REMNANTS OF AN OLD LIFE MUST MAKE WAY FOR THE NEW.
NOT TO WORRY. SOON THIS WILL ALL BE OVER. IT'LL ALL FADE AWAY.
PETER PARKER: NO MORE.
THEN LUCKY FOR ME...
...I'M MORE THAN JUST PETER PARKER!
I'M ALSO...
SHRIPP
...THE AMAZING SPIDER-MAN!

ALL RIGHT, DOC! LET'S DO THIS!
YOU! ME! ONE LAST FIGHT!
WINNER TAKES ALL!
NO! NOT LIKE THIS!

THIS ISN'T FAIR!
KAK

YOU HAD YOUR SHOT, OCTAVIUS!
YOU *RUINED* YOUR *OWN* LIFE! *YOU STOLE MINE!*
AND YOU TALK TO ME ABOUT WHAT'S *FAIR?!*

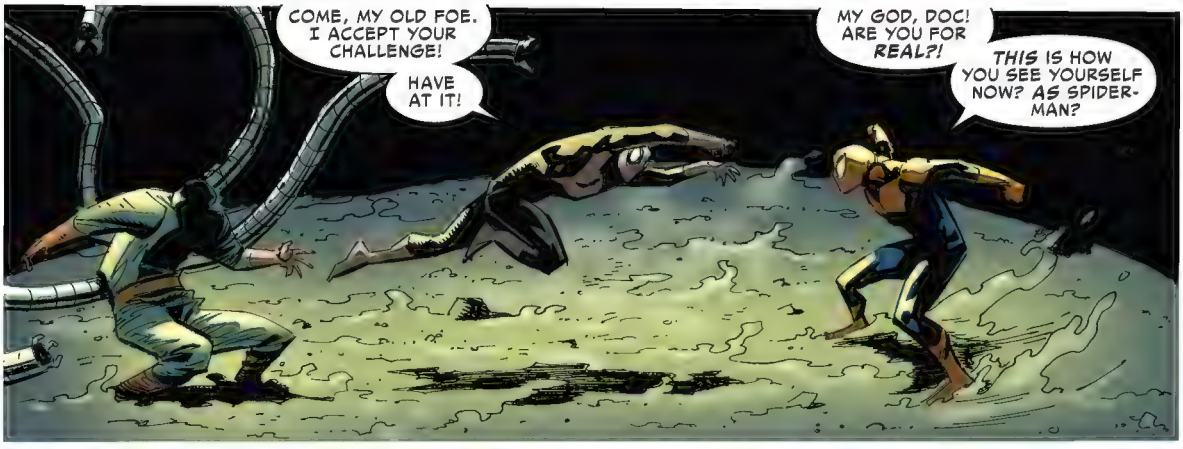
WHAT'S THE MATTER, OTTO?! THOUGHT YOU WANTED TO BE A *HERO* NOW?!
HEROES *DON'T RUN!*
I-I'M *NOT* RUNNING!
I'M BIDING MY TIME! PLANNING! SCHEMING!
TAKING THE HIGH GROUND!

THWIP
THE "HIGH GROUND"?

DON'T MAKE ME LAUGH!
THOK
POWER AND RESPONSIBILITY!
THAT MEANS NOTHING TO YOU, DOES IT?!
QUIET!
NUH-UH. YOU NEED TO HEAR THIS!
KRAK
THINK ABOUT IT, DOC. GOOD AND HARD.
THE SECOND YOU FOUND OUT I WAS STILL IN HERE--
WUMP
--WHAT DID YOU TRY TO DO?!
SAY IT!
D-DESTROY YOU. I--I MUST--
BINGO. AND WHAT WOULD HAVE BEEN THE RIGHT THING TO DO?!
THE RESPONSIBLE THING?!
THERE'S STILL TIME, OTTO. STAND DOWN.
I'M GIVING YOU THIS ONE CHANCE TO GO OUT A GOOD GUY. SHOW ME YOU'VE LEARNED SOMETHING.
WHAT WOULD A HERO DO?

G-GIVE YOU BACK YOUR LIFE? BUT I--
I SEE NOW. HAVE TO BE RESPONSIBLE.
DO THE RIGHT THING.
I--I MUST GIVE THIS WORLD WHAT IT TRULY NEEDS.
A SUPERIOR SPIDER-MAN!

AND THAT WOULD BE...
SHRIPP
ME!


COME, MY OLD FOE. I ACCEPT YOUR CHALLENGE!
HAVE AT IT!
MY GOD, DOC! ARE YOU FOR *REAL*?!
THIS IS HOW YOU SEE YOURSELF NOW? *AS* SPIDER-MAN?

YES! THE *BETTER* SPIDER-MAN! THE *WORTHIER* ONE!
WHO *DESERVES* IT MORE THAN *I*?!
OH, I DUNNO...
...MAYBE THE GUY WHO WAS *ACTUALLY* BITTEN BY THE *RADIOACTIVE SPIDER*?!
YOU REALLY ARE ONE CRAZY LI'L NUTJOB, AREN'T YOU, OTTO?!

CRAZY?! DO YOU HAVE ANY IDEA WHAT I'VE ACCOMPLISHED AS SPIDER-MAN?
CRIME IS DOWN IN THIS CITY BECAUSE OF ME!
THE MAYOR AND THE POLICE SUPPORT ME LIKE NEVER BEFORE!
WHAT ABOUT THE AVENGERS, OCK?!
BECAUSE OF YOU, THEY'RE READY TO KICK ME OFF THE TEAM!
NOBODY TRUSTS ME ANYMORE!
NOT EVEN THE MAN ON THE STREET!
AND WHY WOULD THEY? AFTER YOU BEAT THE HELL OUT OF ALL MY ENEMIES!
YOU EVEN KILLED ONE OF THEM! THAT'S SOMETHING I'D NEVER DO, OTTO! EVER!
OF COURSE NOT. 'CAUSE YOU'RE SO BUSY BEING A "FRIENDLY NEIGHBORHOOD" SPIDER-MAN.
THE FUNNY GUY.
TRYING SO HARD TO MAKE EVERYONE LOVE YOU! AND WHAT GOOD DID IT DO?!

YOU TOOK IT EASY ON AN OLD-TIMER LIKE THE VULTURE...
...AND HE GOT AWAY!
AND WHEN HE CAME BACK, HE WAS USING YOUNG BOYS AS HIS FOOT SOLDIERS! CHILDREN!
AND WHAT OF MASSACRE?! YOU LET HIM LIVE LAST TIME...
...AND WHEN HE RETURNED, HE KILLED OVER THIRTY PEOPLE...
...INCLUDING YOUR FRIEND, DR. ASHLEY KAFKA!
AHH!
AND THANKS TO YOUR TIMELY INTERFERENCE...
...I ALMOST FAILED TO OPERATE ON AN INFIRM YOUNG GIRL!
YOU TRIED TO GET IN MY WAY WHILE I WAS SAVING HER LIFE! WHY, PETER?!
I DIDN'T TRUST YOU TO--
DON'T LIE TO ME! I'M IN YOUR HEAD! I KNOW! SAY IT!
YOU WERE ABOUT TO GET THE SCANNER.
YOU'D FIND ME.
KNOW I WAS HERE. COULDN'T RISK...

POWER AND RESPONSIBILITY. REMEMBER?
IT WAS ONLY A MOMENT. I'D NEVER...
YOU DON'T *DESERVE* TO BE SPIDER-MAN. YOU UNDERSTAND THAT NOW.
YOU'RE NOT WORTHY. YOU'RE *NOTHING* TO ME. *LESS* THAN NOTHING.
COMMENCING MIND-WIPE!

NO! I'D NEVER...

I KNOW ME.

I'M SPIDER-MAN!

KNOW WHO I AM...

I'M PETER!
PETER P--

PARKER?
PALMER?
I- I DON'T KNOW--

MY *NAME!*
DON'T KNOW MY--

I'M--
I'M--

HE'S GONE.
AND I?
I...
AM...
FREE!

'SUP SPIDER-MAN

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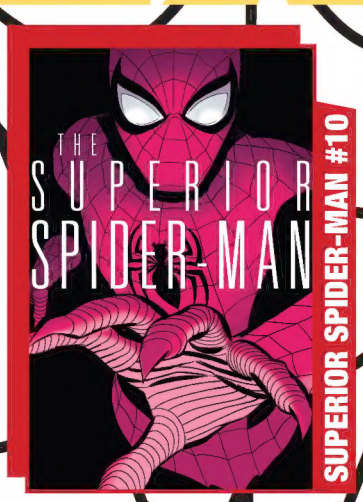

SUPERIOR SPIDER-MAN #10

AVENGING SPIDER-MAN #20

AVENGING SPIDER-MAN #21

DAREDEVIL #25

SCARLET SPIDER #17

VENOM #35

MORBIUS #5